



LEXIS Document Services

A member of the Reed Elsevier plc group

April 10, 1998

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

RECORDATION NO

APR 13 '98

9-41 AM

19861-A
FILED

APR 13 9 41 AM '98

RECEIVED
SURFACE TRANSPORTATION BOARD
20423

Dear Janice,

Enclosed are several filings to be recorded. They are as follows:

- 1) Original plus 2 copies, all notarized. Railcar Lease Agreement between Louis Dreyfus Corporation and The CIT Group/Equipment Financing Inc dated 12/29/95 (Head Lease)
- ✓ 2) Original plus 2 copies, all notarized. Railcar Lease Agreement between Cargill Incorporated and The CIT Group/Equipment Financing Inc dated 12/29/95 (Sublease)
- 3) Original plus 3 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Union Electric Company d/b/a Ameren UE dated 3/27/98. (Schedule 2)
- 4) Original plus 3 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Union Electric Company d/b/a Ameren UE dated 3/27/98. (Schedule 3)

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a Fed X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

NOTICE OF AMENDMENT
TO SCHEDULE 1 TO
MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT

APR 13 '98

9-41AM

THIS NOTICE OF AMENDMENT TO SCHEDULE 1 TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated as of this 3rd day of April, 1998, is made by CARGILL INCORPORATED, a Delaware corporation, with an address at 15615 McGinty Road West, Minneapolis, Minnesota 55440-5691 (the "Lessee"), and THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railcar Lease (the "Sublease") dated as of December 29, 1995 covering certain railroad equipment ("Equipment"), pursuant to which Sublease a Memorandum of Lease of Railroad Equipment was executed and duly filed with the Interstate Commerce Commission on December 29, 1995, and assigned Recordation No. 19861 ("Memorandum");

WHEREAS, the Parties wish to show for the public record the amendment of Schedule 1 to the Memorandum, which Schedule 1 is a list of the Equipment leased pursuant to the Sublease;

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Parties hereby give notice that the Equipment leased pursuant the Sublease are the railcars whose initials and numbers are listed on the attached Schedule 1, which Schedule 1 replaces the original Schedule 1 to the Memorandum.

IN WITNESS WHEREOF, each of the undersigned has caused this Notice of Amendment to Schedule 1 to Memorandum of Lease of Railroad Equipment to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 

Name: Lawrence E. Littlefield

Title: Vice President

CARGILL INCORPORATED

By: 

Name: W. S. Burns

Title: Vice President

STATE OF MINNESOTA)

) SS:

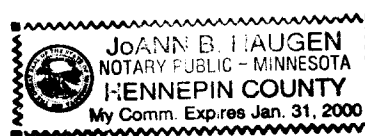
COUNTY OF HENNEPIN)

On this 18 day of MARCH, 1998, before me personally appears W. J. Burns, to me personally known, who by me duly sworn, says that he/she is the VICE PRESIDENT of CARGILL INCORPORATED (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Joann B. Haugen
Notary Public

[SEAL]



My Commission expires: Jan 31, 2000

STATE OF NEW YORK)

) SS:

COUNTY OF NEW YORK)

On this 3rd day of April, 1998, before me personally appears LAWRENCE E. LITTLEFIELD, to me personally known, who by me duly sworn, says that he/she is the VICE-PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 1998

My Commission expires

**Schedule 1
to
Notice of Amendment to
Schedule 1 to Memorandum of
Lease of Railroad Equipment**

LDCX 20617	LDCX 20668	LDCX 20883	LDCX 20933
LDCX 20618	LDCX 20670	LDCX 20884	LDCX 20934
LDCX 20619	LDCX 20671	LDCX 20885	LDCX 20935
LDCX 20620	LDCX 20673	LDCX 20886	LDCX 20936
LDCX 20621	LDCX 20674	LDCX 20887	LDCX 20937
LDCX 20622	LDCX 20675	LDCX 20888	LDCX 20938
LDCX 20623	LDCX 20676	LDCX 20889	LDCX 20939
LDCX 20624	LDCX 20677	LDCX 20890	LDCX 20940
LDCX 20625	LDCX 20678	LDCX 20891	LDCX 20941
LDCX 20626	LDCX 20679	LDCX 20892	LDCX 20942
LDCX 20627	LDCX 20680	LDCX 20893	LDCX 20944
LDCX 20628	LDCX 20681	LDCX 20894	LDCX 20945
LDCX 20629	LDCX 20682	LDCX 20895	LDCX 20946
LDCX 20630	LDCX 20683	LDCX 20896	LDCX 20947
LDCX 20631	LDCX 20684	LDCX 20897	LDCX 20948
LDCX 20632	LDCX 20685	LDCX 20898	LDCX 20949
LDCX 20633	LDCX 20686	LDCX 20899	LDCX 20950
LDCX 20634	LDCX 20687	LDCX 20900	LDCX 20951
LDCX 20635	LDCX 20688	LDCX 20901	LDCX 20952
LDCX 20636	LDCX 20689	LDCX 20902	LDCX 20953
LDCX 20637	LDCX 20690	LDCX 20903	LDCX 20954
LDCX 20638	LDCX 20691	LDCX 20904	LDCX 20955
LDCX 20639	LDCX 20692	LDCX 20905	LDCX 20956
LDCX 20640	LDCX 20693	LDCX 20906	LDCX 20957
LDCX 20641	LDCX 20694	LDCX 20907	LDCX 20958
LDCX 20642	LDCX 20695	LDCX 20908	LDCX 20959
LDCX 20643	LDCX 20696	LDCX 20909	LDCX 20960
LDCX 20644	LDCX 20697	LDCX 20910	LDCX 20961
LDCX 20645	LDCX 20698	LDCX 20911	LDCX 20962
LDCX 20646	LDCX 20699	LDCX 20912	LDCX 20964
LDCX 20647	LDCX 20700	LDCX 20913	LDCX 20965
LDCX 20649	LDCX 20701	LDCX 20914	LDCX 20966
LDCX 20650	LDCX 20702	LDCX 20915	LDCX 20967
LDCX 20651	LDCX 20703	LDCX 20916	LDCX 20968
LDCX 20652	LDCX 20704	LDCX 20917	LDCX 20971
LDCX 20653	LDCX 20705	LDCX 20918	LDCX 20972
LDCX 20654	LDCX 20706	LDCX 20919	LDCX 20977
LDCX 20655	LDCX 20707	LDCX 20920	LDCX 20982
LDCX 20656	LDCX 20708	LDCX 20921	LDCX 20983
LDCX 20657	LDCX 20709	LDCX 20922	LDCX 20992
LDCX 20658	LDCX 20710	LDCX 20923	LDCX 20993
LDCX 20659	LDCX 20872	LDCX 20924	LDCX 20994
LDCX 20660	LDCX 20873	LDCX 20925	LDCX 20996
LDCX 20661	LDCX 20874	LDCX 20926	LDCX 20997
LDCX 20662	LDCX 20875	LDCX 20927	
LDCX 20663	LDCX 20876	LDCX 20928	
LDCX 20664	LDCX 20878	LDCX 20929	
LDCX 20665	LDCX 20879	LDCX 20930	
LDCX 20666	LDCX 20880	LDCX 20931	
LDCX 20667	LDCX 20882	LDCX 20932	

SURFACE TRANSPORTATION BOARD
WASHINGTON, DC., 20423-0001

Office Of The Secretary
Rebecca Heisler
Lexis Document Services
801 Adlai Stevenson Drive
Springfield, Illinois 62703-4261

Date: 4/13/98

Dear Madam

The enclosed document(s) was recorded pursuant to the provisions of 49 U. S. C. 11301
and 49 CFR 1177.3 (c), on 4/13/98 at 9:41 AM and
assigned recordation number (s). *19860-A, 19861-A* 21328 and 21329.

Sincerely Yours,

Vernon A. Williams
Secretary

Enclosure (s) (4)

104.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----

Janice M. Fort